

GASTON SNOW & ELY BARTLETT

ONE FEDERAL STREET
BOSTON, MASSACHUSETTS 02110

13399

WILLIAM GASTON (1844-1894)
FREDERICK E. SNOW (1898-1935)
JOSEPH S. ELY (1903-1958)
JOSEPH W. BARTLETT (1901-1960)

TWO PALO ALTO SQUARE
PALO ALTO, CALIFORNIA 94304
415/856-2400

2801 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134
305/445-1477

GASTON SNOW BEEKMAN & BOGUE
14 WALL STREET
NEW YORK, NEW YORK 10005
212/227-8200

617/426-4600
TELEX: 94-0890 GASTON BSN
CABLE: GASTOW
TELECOPY 617/426-6865

REGISTRATION NO. _____ FIVE 1425

DEC 31 1981 - 10 25 AM

INTERSTATE COMMERCE COMMISSION

December 31, 1981

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. 1-365A031
DEC 31 1981
Date
Fee \$ 50.00
ON
FIVE WALL STREET, D.C.

Dear Sir:

Enclosed please find an original and two (2) executed and acknowledged counterparts of the following document to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

Bill of Sale, a primary document, dated as of December 31, 1981, between the following parties:

Vendor: Bethlehem Steel Corporation
Bethlehem, Pennsylvania 18016

Vendee: The Connecticut Bank and Trust Company, Trustee
One Constitution Plaza
Hartford, Connecticut 06103

Cross Index under 13361
A description of the equipment covered by the document follows:

3 100-ton double rotary BethGon Coalporter gondola cars, AAR Mechanical Designation GT, AAR Type Code G092, and bearing numbers GSNX 64 to 67 inclusive and 354 100-ton BethGon Coalporter gondola cars, AAR Mechanical Designation GT, AAR Type Code G092, and bearing numbers GSNX 344-697, inclusive.

A short summary of the document to appear in the index follows:

Bill of Sale between Bethlehem Steel Corporation, Bethlehem, Pennsylvania 18016 and The Connecticut Bank and Trust Company, Trustee, One Constitution Plaza, Hartford, Connecticut 06103, dated December 31, 1981 and covering 3 100-ton double rotary gondola cars, numbers GSNX 64 to 66, inclusive and 354 100-ton single rotary gondola cars, numbers GSNX 344-697, inclusive.

C. J. [Signature]

GASTON SNOW & ELY BARTLETT

Secretary
Interstate Commerce Commission
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A fee of \$50 is enclosed. Please return the originals and any extra counterparts not needed by the Commission for recordation to the undersigned at the Boston address indicated above.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Joseph C. Kennedy, Jr.", written in dark ink.

Joseph C. Kennedy, Jr.

JCKjr/mtn
Enclosures

DEC 31 1981 -10 25 AM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

BETHLEHEM STEEL CORPORATION (the "Contractor") in consideration of the sum of \$1.00 and other good and valuable consideration paid by The Connecticut Bank & Trust Company, as Trustee, ("CBT"), assignee of the rights of GULF STATES UTILITIES COMPANY (the "Company") under a Contract Agreement dated January 30, 1981, (the "Contract") as amended, between the Contractor and the Company, at or before the execution and delivery of these presents, the receipt of which is hereby acknowledged, does hereby transfer to CBT all right, title and interest of the Contractor in the railroad equipment described in Schedule A, attached hereto as a part hereof (the "Equipment").

And the Contractor hereby warrants to CBT, its successors and assigns, that at the time of delivery of each unit of the Equipment to the Company or placement in storage pursuant to the Contract, the Contractor had legal title thereto and good and lawful right to sell such unit and that title to such unit was free of all claims, liens, security interests and other encumbrances (other than a security interest in favor of the Contractor) arising from, through or under the Contractor; and the Contractor covenants that it will defend such title against the demands of all persons whomsoever based upon claims originating prior to such delivery or placement in storage pursuant to the Contract.

IN WITNESS WHEREOF, the Contractor has caused this instrument to be executed in its name by a duly authorized

officer and its corporate seal to be hereunto affixed and duly attested, all as of the 31st day of December 1981.

BETHLEHEM STEEL CORPORATION

By *David Adams, Jr.*
Vice President

ATTEST:

Frank Dickerson III
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF LEHIGH) SS

On this 31st day of December, 1981, before me personally appeared David Adams, Jr. to me personally known, who, being by me duly sworn, says that he is a Vice President of BETHLEHEM STEEL CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Quinn Givlan

My Commission Expires
April 30, 1983
City of Bethlehem
Lehigh County

SCHEDULE A
BILL OF SALE

List of Car Numbers

GSNX 64-66, inclusive;
344-697, inclusive.